

RECORDATION NO. **18613** FILED 1425

DEC 20 1993 -2 30 PM

INTERSTATE COMMERCE COMMISSION

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MEMORANDUM OF ASSIGNMENT OF LEASES

BETWEEN

ACF INDUSTRIES, INCORPORATED ("DEBTOR")

AND

NATIONS FINANCIAL CAPITAL CORPORATION  
("SECURED PARTY")

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Filed and recorded with the Interstate Commerce Commission  
pursuant to Section 11303, Title 49, United States Code on  
, at , Recordation No.

[4408-103/CV02A.WPF/13NS/4276]

Memorandum dated as of December 17, 1993 of an assignment of Leases made and entered into as of December 17, 1993, by and between ACF Industries, Incorporated, a New Jersey corporation, as Debtor/Assignor (the "Debtor"), having its principal offices at 3301 Rider Trail South, Earth City, MO 63045, and Nations Financial Capital Corporation, a Delaware corporation as Secured Party/Assignee (the "Secured Party"), having its principal offices at One Canterbury Green, 201 Broad Street-2nd Floor, Stamford, CT 06901.

Reference is hereby made to the Leases specified on Exhibit A attached hereto, by and between the Debtor and the Lessee identified on Exhibit A attached hereto (as the same have been and may be amended, supplemented, otherwise modified or renewed from time to time, the "Leases").

W I T N E S S E T H:

1. As used in this Memorandum of Assignment of Leases the following capitalized terms used herein and not otherwise defined herein shall have the meanings specified below:

"Rental Collateral" means all right, title and interest of the Debtor in and to every lease (whether or not such lease is in writing or is for a term certain, including, without limitation, per diem leases), now or hereafter existing, relating to, but only to the extent relating to, the Equipment, including, without limitation, the Leases, (each such lease, including all amendments, riders, supplements, other modifications, and schedules thereto and renewals thereof, an "Assigned Lease"), and including, without limitation, the immediate and continuing right to collect and receive any and all payments due and to become due under any Assigned Lease, whether as contractual obligations, damages or otherwise (to the extent such payments are derived from the Equipment) and all Proceeds of any thereof (such payments, the "Assigned Lease Proceeds").

"Equipment" means certain railroad tank cars and covered hopper cars described on Exhibit A attached hereto.

"Proceeds" is defined in the UCC and, in any event, includes, without limitation, (a) any and all proceeds of any insurance, indemnity, warranty or guarantee payable to the Debtor from time to time with respect to any of the Collateral, (b) any and all payments (in any form

whatsoever) made or due and payable to the Debtor from time to time in connection with any requisition, confiscation, condemnation, seizure or forfeiture of any of the Collateral by any governmental authority (or any person acting under color of governmental authority) and (c) any and all other amounts from time to time paid or payable under or in connection with any of the Collateral.

"UCC" shall mean the Uniform Commercial Code as from time to time in effect in the State of New York.

2. The Debtor, pursuant to that certain Assignment and Security Agreement (Chattel Mortgage) dated as of December 17, 1993, between the Debtor and the Secured Party has transferred, conveyed, warranted, mortgaged, delivered, pledged, assigned and granted to the Secured Party, its successors and assigns, all and singular of the Debtor's rights, title and interest in and to the Rental Collateral, rights, interests and privileges, now or hereafter existing, in and to the Rental Collateral and any and all Proceeds thereof (collectively, the "Collateral").

IN WITNESS WHEREOF, the undersigned has caused this instrument to be signed by its corporate officer as of the date first above written.

ACF INDUSTRIES, INCORPORATED,

by Murphy Awt.

Title: Assistant Treasurer

STATE OF NEW YORK     )  
                              ) ss.  
COUNTY OF NEW YORK    )

On this 15th day of December, 1993, before me personally appeared Umesh Choksi, to me personally known, who being by me duly sworn, says that he is the Director of Finance and Assistant Treasurer of ACF INDUSTRIES, INCORPORATED that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

  
\_\_\_\_\_  
NOTARY PUBLIC

My commission expires:

**DAVID M BRENSILBER**  
Notary Public, State of New York  
Qualified in New York County  
No. 4980938  
Commission Expires April 29, 19<sup>95</sup>

## EXHIBIT A

Lessee	Car Service Contract No.	Identifying Numbers (Both Inclusive)			Number of Cars	AAR Design- ation
		Rptg Mark	From	To		
AIR PRODUCTS AND CHEMICALS INC.	2-1015	ACFX 96888	96889		2	C214
AIR PRODUCTS AND CHEMICALS INC.	2-1292	ACFX 97398	0		1	C214
AIR PRODUCTS AND CHEMICALS INC.	2-1292	ACFX 97406	97407		2	C214
AIR PRODUCTS AND CHEMICALS INC.	2-1292	ACFX 97409	97410		2	C214
AIR PRODUCTS AND CHEMICALS INC.	2-1292	ACFX 97413	97414		2	C214
AIR PRODUCTS AND CHEMICALS INC.	2-1292	ACFX 97419	0		1	C214
AIR PRODUCTS AND CHEMICALS INC.	2-2171	ACFX 6243	0		1	T101
AIR PRODUCTS AND CHEMICALS INC.	2-2894	ACFX 76747	0		1	T105
AIR PRODUCTS AND CHEMICALS INC.	2-2939	ACFX 12205	0		1	T015
AIR PRODUCTS AND CHEMICALS INC.	2-2939	ACFX 12207	0		1	T015
AIR PRODUCTS AND CHEMICALS INC.	2-2940	ACFX 12206	0		1	T015
AIR PRODUCTS AND CHEMICALS INC.	2-2940	ACFX 12211	0		1	T015
AIR PRODUCTS AND CHEMICALS INC.	2-2940	ACFX 12213	0		1	T015
AIR PRODUCTS AND CHEMICALS INC.	2-3293	ACFX 78006	78007		2	T106
AIR PRODUCTS AND CHEMICALS INC.	2-3293	ACFX 78010	0		1	T106
AIR PRODUCTS AND CHEMICALS INC.	2-3293	ACFX 78012	78013		2	T106
AIR PRODUCTS AND CHEMICALS INC.	2-3293	ACFX 83896	0		1	T106
AIR PRODUCTS AND CHEMICALS INC.	2-3293	ACFX 84232	84233		2	T106
AIR PRODUCTS AND CHEMICALS INC.	2-3293	ACFX 84439	0		1	T106
AIR PRODUCTS AND CHEMICALS INC.	2-3293	ACFX 84441	84442		2	T106
AIR PRODUCTS AND CHEMICALS INC.	2-3293	ACFX 87106	0		1	T106
AIR PRODUCTS AND CHEMICALS INC.	2-3293	ACFX 87108	0		1	T106
AIR PRODUCTS AND CHEMICALS INC.	2-3323	ACFX 89007	89009		3	T108
AIR PRODUCTS AND CHEMICALS INC.	2-3561	ACFX 12098	0		1	T015
AIR PRODUCTS AND CHEMICALS INC.	2-3561	ACFX 12218	0		1	T015
AIR PRODUCTS AND CHEMICALS INC.	2-3561	ACFX 88646	0		1	T015
AIR PRODUCTS AND CHEMICALS INC.	2-3616	ACFX 83838	0		1	T108
AIR PRODUCTS AND CHEMICALS INC.	2-3616	ACFX 83875	0		1	T108
AIR PRODUCTS AND CHEMICALS INC.	2-3616	ACFX 89099	89100		2	T108
AIR PRODUCTS AND CHEMICALS INC.	2-3806	ACFX 84660	0		1	T108
AIR PRODUCTS AND CHEMICALS INC.	2-3806	ACFX 84662	84663		2	T108
AIR PRODUCTS AND CHEMICALS INC.	2-3882	ACFX 16927	0		1	T389
AIR PRODUCTS AND CHEMICALS INC.	2-3882	ACFX 17046	0		1	T409
AIR PRODUCTS AND CHEMICALS INC.	2-3882	ACFX 17772	0		1	T418
AIR PRODUCTS AND CHEMICALS INC.	2-3926	ACFX 83147	83148		2	T015
AIR PRODUCTS AND CHEMICALS INC.	2-4052	ACFX 89893	0		1	T108
AIR PRODUCTS AND CHEMICALS INC.	2-4052	ACFX 89895	0		1	T108
AIR PRODUCTS AND CHEMICALS INC.	2-4377	ACFX 81322	0		1	T105
AIR PRODUCTS AND CHEMICALS INC.	2-4377	ACFX 81739	0		1	T105
AIR PRODUCTS AND CHEMICALS INC.	2-4377	ACFX 83244	0		1	T105
AIR PRODUCTS AND CHEMICALS INC.	2-4377	ACFX 83299	0		1	T105
AIR PRODUCTS AND CHEMICALS INC.	2-4378	ACFX 80197	0		1	T407
AIR PRODUCTS AND CHEMICALS INC.	2-4378	ACFX 80284	0		1	T407
AIR PRODUCTS AND CHEMICALS INC.	2-4378	ACFX 80291	0		1	T407
AIR PRODUCTS AND CHEMICALS INC.	2-4539	ACFX 11963	0		1	T103

AIR PRODUCTS AND CHEMICALS INC.	2-4575	ACFI 17137 17141	5	T399
AIR PRODUCTS AND CHEMICALS INC.	2-4847	ACFI 19965	0	1 T399
AIR PRODUCTS AND CHEMICALS INC.	2-5204	ACFI 97402	0	1 C214
AIR PRODUCTS AND CHEMICALS INC.	2-5205	ACFI 97412	0	1 C214
AIR PRODUCTS AND CHEMICALS INC.	2-5343	ACFI 86001	0	1 T108
AIR PRODUCTS AND CHEMICALS INC.	2-5343	ACFI 86004	0	1 T108
AIR PRODUCTS AND CHEMICALS INC.	2-5343	ACFI 88175	0	1 T108
AIR PRODUCTS AND CHEMICALS INC.	2-5343	ACFI 88189	0	1 T108
AIR PRODUCTS AND CHEMICALS INC.	2-5357	ACFI 83872	0	1 T108
AIR PRODUCTS AND CHEMICALS INC.	2-5357	ACFI 83874	0	1 T108
AIR PRODUCTS AND CHEMICALS INC.	2-5357	ACFI 86064	0	1 T108
AIR PRODUCTS AND CHEMICALS INC.	2-5357	ACFI 87249	0	1 T108
AIR PRODUCTS AND CHEMICALS INC.	2-5357	ACFI 87253	0	1 T108
AIR PRODUCTS AND CHEMICALS INC.	2-5357	ACFI 89333	0	1 T108
AIR PRODUCTS AND CHEMICALS INC.	2-5357	ACFI 89336	0	1 T108
AIR PRODUCTS AND CHEMICALS INC.	2-5547	ACFI 89169	0	1 T108
AIR PRODUCTS AND CHEMICALS INC.	2-5582	ACFI 87217	0	1 T108
AIR PRODUCTS AND CHEMICALS INC.	2-5582	ACFI 87243	0	1 T108
AIR PRODUCTS AND CHEMICALS INC.	2-5582	ACFI 87246	0	1 T108
AIR PRODUCTS AND CHEMICALS INC.	2-5894	ACFI 72516 72517	2	T106
AIR PRODUCTS AND CHEMICALS INC.	2-5894	ACFI 72520	0	1 T106
AIR PRODUCTS AND CHEMICALS INC.	2-5894	ACFI 72546	0	1 T106
AIR PRODUCTS AND CHEMICALS INC.	2-5894	ACFI 72548	0	1 T106
AIR PRODUCTS AND CHEMICALS INC.	2-6697	ACFI 18623	0	1 T399
AIR PRODUCTS AND CHEMICALS INC.	2-6697	ACFI 18627 18629	3	T399
AIR PRODUCTS AND CHEMICALS INC.	2-7226	ACFI 88917 88918	2	T106
AIR PRODUCTS AND CHEMICALS INC.	2-7226	ACFI 89005	0	1 T106
AIR PRODUCTS AND CHEMICALS INC.	2-7322	ACFI 89006	0	1 T108
AIR PRODUCTS AND CHEMICALS INC.	2-7322	ACFI 89010	0	1 T108
AIR PRODUCTS AND CHEMICALS INC.	2-7384	ACFI 15981	0	1 T103
AIR PRODUCTS AND CHEMICALS INC.	2-7750	ACFI 83087 83091	5	T105
AIR PRODUCTS AND CHEMICALS INC.	2-7796	ACFI 83113 83114	2	T105
AIR PRODUCTS AND CHEMICALS INC.	2-7960	ACFI 83236 83237	2	T105
AIR PRODUCTS AND CHEMICALS INC.	2-8440	ACFI 89894	0	1 T108
AIR PRODUCTS AND CHEMICALS INC.	2-8440	ACFI 89896	0	1 T108
AIR PRODUCTS AND CHEMICALS INC.	2-9903	ACFI 87132	0	1 T108
AIR PRODUCTS AND CHEMICALS INC.	2-9903	ACFI 87135	0	1 T108
AIR PRODUCTS AND CHEMICALS INC.	2-9903	ACFI 87139 87141	3	T108

RECORDATION NO. 18523-B  
FILED 1425  
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**NOTICE**

Notice is hereby given that the Security Agreements previously filed under Recordation Numbers 18516, 18517 and 19200 (as the same have, from time to time, been amended, supplemented and/or partially released) have been fully terminated effective March 7, 1997.

Any security interests in the railcars and assignment of leases contained in such security agreements not previously released have now been terminated effective March 7, 1997.

Effective no later than March 7, 1997, ACF does not claim a leasehold interest in any railcar identified herein solely by reason of any Memorandum of Lease or other document filed herein.



Robert W. Alvord, Attorney for  
ACF Industries, Incorporated

District of Columbia       )  
                                      )  
City of Washington       )       ss.

Subscribed and sworn to before me this 10th day of March 1997.



Kim L. Bartman,  
NOTARY PUBLIC

My Commission expires: 3-31-2000

18524-B	18574-C	18841-D	19768-B	20091-B
18525-B	18575-B	18842-C	19769-B	20092-B
18526-B	18576-C	18843-D	19770-B	20093-B
18527-B	18577-C	18844-F	19771-B	20094-B
18528-B	18578-C	18845-C	19772-B	20095-B
18529-B	18579-F	18846-C	19773-B	20096-B
18530-B	18580-D	18847-G	19774-B	20097-B
18535-C	18581-C	18848-C	19775-B	20098-B
18536-D	18582-D	18965-C	19776-B	20099-B
18537-D	18583-D	19201-B	19777-B	20100-B
18538-E	18584-H	19202-B	19778-B	
18539-D	18585-D	19203-B	19779-B	
18540-D	18586-F	19204-B	19780-B	
18541-F	18587-C	19205-B	19781-B	
18542-C	18588-D	19206-B	19782-B	
18543-C	18589-C	19207-B	19783-B	
18544-G	18590-D	19208-B	19784-B	
18545-G	18591-J	19209-B	19785-B	
18546-D	18592-C	19210-B	19786-B	
18547-C	18593-D	19211-B	19787-B	
18548-D	18594-C	19212-B	19788-B	
18549-D	18595-J	19213-B	19789-B	
18550-D	18596-D	19214-B	19790-B	
18551-C	18597-D	19215-B	19791-B	
18552-D	18598-D	19216-B	19792-B	
18553-C	18599-C	19217-B	19793-B	
18554-D	18600-D	19218-B	19794-B	
18555-D	18601-D	19219-B	19795-B	
18556-D	18602-D	19220-B	19818-B	
18557-C	18603-C	19221-B	19819-B	
18558-C	18604-C	19222-B	20075-B	
18559-C	18605-I	19223-B	20076-B	
18560-D	18606-C	19754-B	20077-B	
18561-D	18607-C	19755-B	20078-B	
18562-C	18608-D	19756-B	20079-B	
18563-D	18609-D	19757-B	20080-B	
18564-C	18613-B	19758-B	20081-B	
18565-D	18614-B	19759-B	20082-B	
18566-D	18615-D	19760-B	20083-B	
18567-D	18616-D	19761-B	20084-B	
18568-D	18617-D	19762-B	20085-B	
18569-D	18777-D	19763-B	20086-B	
18570-F	18778-C	19764-B	20087-B	
18571-D	18838-D	19765-B	20088-B	
18572-D	18839-C	19766-B	20089-B	
18573-D	18840-D	19767-B	20090-B	